

Louis R. Strubeck, Jr.
State Bar No. 19425600
Liz Boydston
State Bar No. 24053684
FULBRIGHT & JAWORSKI
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201
(214) 855-8000
(214) 855-8200 (Fax)

COUNSEL FOR BELL ATLANTIC
TRICON LEASING CORPORATION,
AS OWNER PARTICIPANT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

GENERAL MOTORS CORP., *et al.*

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

AMENDED NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that the undersigned hereby appears as counsel for Bell Atlantic TriCon Leasing Corporation, as owner participant, and pursuant to Federal Rules of Bankruptcy Procedure 2002, 3017(a), 9007, 9010 and 11 U.S.C. § 1109(b), requests that copies of any and all notices, pleadings, motions, orders to show cause, applications, presentments, petitions, memoranda, affidavits, declarations, orders, disclosure statements and plans of reorganization, or other documents, filed or entered in this case, be transmitted to:

Louis R. Strubeck, Esq.
FULBRIGHT & JAWORSKI L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201
Telephone: (214) 855-8000
Facsimile: (214) 855-8200
lstrubeck@fulbright.com

Liz Boydston, Esq.
FULBRIGHT & JAWORSKI L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201
Telephone: (214) 855-8000
Facsimile: (214) 855-8200
lboydston@fulbright.com

PLEASE TAKE FURTHER NOTICE that, in accordance with Federal Rule of Bankruptcy Procedure 3017(a), this request also constitutes a request in writing for copies of any and all disclosure statements or plans filed in these cases.

Neither this Request for Notice nor any subsequent appearances, pleadings, claims, proofs of claim, documents, suits, motions nor any other writings or conduct, shall constitute a

waiver of Bell Atlantic TriCon Leasing Corporation's:

a. right to have any and all final orders in any and all non-core matters entered only after *de novo* review by a United States District Court Judge;

b. right to trial by jury in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private right, or in any case, controversy or proceeding related hereto, notwithstanding the designation *vel non* of such matters as "core proceedings" pursuant to 28 U.S.C. § 157 (b) (2) (H), and whether or not such jury trial right is pursuant to statute or the United States Constitution;

c. right to have the reference of this matter withdrawn by the United States District Court in any matter or proceeding subject to mandatory or discretionary withdrawal; and

d. other rights, claims, actions, defenses, setoffs, recoupments or other matters to which Verizon is rightly entitled under any agreements or at law or in equity or under the United States Constitution.

All of the above rights are expressly reserved and preserved unto Bell Atlantic TriCon Leasing Corporation, as owner participant, without exception and with no purpose of confessing or conceding jurisdiction in any way by this filing or by any other participation in these matters.

Dated: July 1, 2009

Respectfully submitted,

/s/ Louis R. Strubeck, Jr.

Louis R. Strubeck, Jr.
State Bar No. 19425600
Liz Boydston
State Bar No. 24053684
FULBRIGHT & JAWORSKI
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201
(214) 855-8000
(214) 855-8200 (Fax)

COUNSEL FOR BELL ATLANTIC
TRICON LEASING CORPORATION,
AS OWNER PARTICIPANT

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that a true and correct copy of the foregoing Amended Notice of Appearance was served upon the counsel and parties of record listed on the attached Service List, electronically through the Clerk's ECF system or by first-class mail, postage prepaid, on the 1st day of July, 2009.

The Debtors
c/o General Motors Corporation
Attn: Warren Command Center,
Mail Code 480-206-114
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090-9025

Weil, Gotshal & Manges, LLP
Attn: Harvey R. Miller, Esq.
Stephen Karotkin, Esq.
Joseph H. Smolinsky, Esq.
Attorneys for the Debtor
767 Fifth Avenue
New York, NY 10153

The U.S. Treasury
Attn: Matthew Feldman, Esq.
1500 Pennsylvania Ave., NW, Rm. 2312
Washington, DC 20220

Vedder Price, P.C.
Attn: Michael J. Edelman, Esq.
Michel L. Schein, Esq.
Attorneys for Export Development Canada
1633 Broadway, 47th Floor
New York, NY 10019

Kramer Levin Naftalis & Frankel LLP
Attn: Gordon Z. Novod, Esq.
Thomas Moers Mayer
1177 Avenue of the Americas
New York, NY 10036

Cadwalader, Wickersham & Taft, LLP
Attn: John J. Rapisardi, Esq.
Attorneys for the Purchaser
One World Financial Center
New York, NY 10281

The Office of the United States Trustee
for the Southern District of New York
Attn: Diana G. Adams, Esq.
33 Whitehall Street, 21st Floor
New York, NY 10004

/s/ Louis R. Strubeck, Jr.
Louis R. Strubeck, Jr.